

GARDERE WYNNE SEWELL LLP
ATTORNEYS AND COUNSELORS
1601 ELM STREET SUITE 3000
DALLAS, TEXAS 75201-4761
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Redacted

TriDimension Energy L.P. Official Committee of Unsecured
Creditors
Submitted through Bankruptcy Court for approval

March 9, 2011
Invoice Number: 1029017
Due within 30 days of receipt

Client: 136098

REMITTANCE ADVICE

Re: Matter: 000001 Creditors' Committee Representation

Total Fees	68,475.00
Total Disbursements	1,853.92

TOTAL CURRENT BILL	<u>\$ 70,328.92</u>
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Outstanding Receivables as of March 9, 2011 for the matter indicated above:

INVOICE #: 1005141	07/19/10	9,160.33
INVOICE #: 1008003	08/17/10	5,164.90
INVOICE #: 1011568	09/16/10	4,020.33
INVOICE #: 1014735	10/19/10	19,359.84
INVOICE #: 1017623	11/17/10	69,453.95
INVOICE #: 1021117	12/20/10	31,689.50
INVOICE #: 1023843	01/20/11	7,271.88
INVOICE #: 1026062	02/14/11	61,019.67

TOTAL OUTSTANDING	<u>\$ 207,140.40</u>
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TOTAL DUE AND OUTSTANDING	<u>\$ 277,469.32</u>
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FOR LEGAL SERVICES RENDERED THROUGH 02/28/11
Matter no: 000001
Creditors' Committee Representation

Date \ Task	Attorney/Description	Hours
02/02/11	K. Oliver	0.50
B110	Review docket sheet and send daily email regarding new pleadings filed (.3); calendar updates (.2).	
02/08/11	K. Oliver	1.10
B110	Prepare hearing binder for tomorrow's hearing (.8); file Certificate of No Objection regarding Gardere fees (.3).	
02/10/11	M. Haynes	0.20
B110	Communications with V&E regarding rescheduling of hearings cancelled due to weather.	
02/12/11	M. Haynes	1.80
B110	Review, categorize, and organize sale documents, plan documents, M&M lien documents, and miscellaneous documents (KERP, executory contract issues, etc.).	
02/14/11	K. Oliver	0.30
B110	Review docket sheet and send daily email regarding new pleadings filed.	
02/15/11	K. Oliver	0.30
B110	Review docket sheet and send daily email regarding new pleadings filed.	
02/16/11	R. Roberson	0.50
B110	Lengthy telephone conference with Nancy Resnick regarding fee application and monthly fee procedures (.3); review DIP/Cash Collateral Order regarding requirements for submission of monthly fee statements (.2).	
02/17/11	K. Oliver	0.40
B110	Numerous calendar updates.	

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Date \ Task	Attorney/Description	Hours
02/18/11	R. Roberson	0.40
B110	Telephone conference with representative regarding against the Estate (.2); (.2).	
02/21/11	K. Oliver	0.20
B110	Calendar updates.	
02/22/11	K. Oliver	0.30
B110	Review docket sheet and send daily email regarding new pleadings filed.	
02/23/11	K. Oliver	2.80
B110	Begin updates to hearing binder for 2/28/11 hearing (.5); work on cure reconciliation spreadsheet per Michael Haynes instructions (2.1); calendar updates (.2).	
02/24/11	K. Oliver	3.00
B110	Further work on cure reconciliation spreadsheet (1.9); calendar updates (.2); review docket sheet and send daily email regarding new pleadings filed (.3); further updates to hearing binder for Monday (.6).	
02/25/11	K. Oliver	0.30
B110	Update hearing binder with agenda.	
02/28/11	K. Oliver	0.30
B110	Review docket sheet and send daily email regarding new pleadings filed.	
02/02/11	M. Haynes	0.70
B120	Communications with Lyenda Johnson regarding transcript of James Ryan 2004 examination (.3); begin review of transcript of James Ryan 2004 examination (.4).	
02/03/11	M. Haynes	4.10
B120	Conclude review of transcript from first day of James Ryan 2004 examination (3.6); phone call with Simon Lin (Committee chair) regarding Committee participation at second day of James Ryan 2004 examination (.2); confer with Rich Roberson and follow-up with Simon Lin regarding second day of 2004 examination (.2); review of correspondence from Andy Romay (counsel for Lenders) regarding 2004 examination (.1).	
02/08/11	M. Haynes	3.30
B120	Prepare for second day of James Ryan 2004 examination.	
02/09/11	R. Roberson	7.20
B120	Prepare for and participate in the second day of the 2004 Examination of Jamey Ryan.	
02/09/11	M. Haynes	9.30
B120	Final preparations for second day of James Ryan 2004 examination (1.3); conduct oral examination of James Ryan (pre-lunch break) (3.0); working lunch with Rich Roberson to discuss 2004 examination questions and answers (1.0); conduct oral examination of James Ryan (post-lunch break) (2.5); attend continuation of oral examination of James Ryan by Charles Kelley (counsel for Amegy) (1.0); follow-up meetings after conclusion of examination with Charles Kelley, Don Fogel (counsel for Baker Hughes), and Rich Roberson (.5).	

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Date \ Task	Attorney/Description	Hours
02/12/11 B120	M. Haynes Communications with Lyenda Johnston regarding spellings for transcript of James Ryan 2004 examination (.2); organize and categorize documents produced by James Ryan, notes from review of documents, and notes from oral examination (.5).	0.70
02/24/11 B130	M. Haynes Phone call with Clay Hufft regarding disposition of office furniture and equipment.	0.20
02/25/11 B130	M. Haynes Review of proposed order regarding Sanchez dispute and communications with Clay Hufft regarding same (.4).	0.40
02/28/11 B130	M. Haynes Email communications with counsel for Debtors and counsel for Banks regarding agreement related to Debtors' motion to enforce terms of APA.	0.30
02/01/11 B150	M. Haynes Communications with Committee members regarding postponement of Committee call.	0.20
02/02/11 B150	R. Roberson Prepare for and participate in Unsecured Creditors Committee call and preparation of information requested during call.	1.40
02/02/11 B150	M. Haynes Prepare for and participate in weekly Committee call (.9); follow-up emails with Committee members (.2); phone call with Ken Green regarding plan and disclosure statement (.4).	1.50
02/07/11 B150	M. Haynes Prepare minutes and agenda for upcoming meeting and circulate same to Committee (.3).	0.30
02/08/11 B150	M. Haynes Prepare for Committee call (.4); participate in extended Committee call to discuss Chapter 11 plan and related settlements (1.1); communications with various Committee members regarding 2004 examination of James Ryan (.2); phone call with Ed Rothberg regarding cure claims (.4); review and comment on draft letter from Ed Rothberg (.3).	2.40
02/14/11 B150	R. Roberson Revise Agenda for February 15 meeting and review select provisions of Liquidating Plan in preparation for such meeting (.4).	0.40
02/14/11 B150	M. Haynes Phone call with Simon Lin regarding chapter 11 plan, 2004 examination of James Ryan, and other open issues (.7); prepare minutes and agenda for upcoming meeting and transmit same to Committee (.5).	1.20
02/15/11 B150	R. Roberson Prepare for and participate in lengthy telephonic meeting of Unsecured Creditors Committee.	1.40
02/15/11 B150	M. Haynes Confer with Rich Roberson regarding upcoming Committee meeting (.2); post-meeting recap of Committee decisions (.2).	0.40
02/18/11 B150	M. Haynes Draft minutes and agenda for upcoming meeting.	0.40

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Date \ Task	Attorney/Description	Hours
02/21/11	R. Roberson	0.40
B150	Review agenda and materials for February 22 Unsecured Creditors Committee meeting.	
02/21/11	M. Haynes	0.40
B150	Revise agenda, compile documents to be discussed during Committee meeting, and transmit agenda, minutes, and documents to Committee.	
02/22/11	R. Roberson	1.50
B150	Lengthy telephone conference with Simon Lin in preparation for Unsecured Creditors Committee meeting (.4); complete preparation for and participate in Unsecured Creditors Committee meeting (telephonic) (1.1).	
02/22/11	M. Haynes	1.30
B150	Prepare for upcoming Committee call (.3); participate in Committee call (.8); follow-up communications with Kenneth Green regarding disclosure statement (.2).	
02/28/11	M. Haynes	1.80
B150	Review of bylaws regarding resignation of Committee member (.5); review of information provided by K&F Cementing (.4); follow-up phone call with K&F Cementing regarding lien information (.2); prepare minutes and agenda for upcoming Committee meeting and transmit same to Committee (.4); phone call with Miss Lou / Vital regarding lien information (.3).	
02/01/11	M. Haynes	0.80
B160	Continue review of monthly fee statements of Debtors' professionals.	
02/02/11	M. Haynes	0.40
B160	Begin review of interim fee application of FTI consulting.	
02/04/11	R. Roberson	0.90
B160	Revise Proffer of Richard M. Roberson In Support of Second Interim Fee Application of Gardere Wynne Sewell LLP and prepare for February 9 hearing on same.	
02/04/11	M. Haynes	1.50
B160	Prepare proffer of Rich Roberson for second interim GWS fee application and follow-up questions from Rich Roberson on same (1.5).	
02/07/11	M. Haynes	0.30
B160	Attention to certificate of no objection and witness and exhibit list for upcoming hearing on second interim fee application (.2); attention to payment of monthly fee statement for December (.1).	
02/07/11	K. Oliver	0.60
B160	Draft, revise and file witness and exhibit list (.4); prepare Certificate of No Objection regarding Gardere's fees (.2).	
02/13/11	M. Haynes	0.50
B160	Review and revise pre-bill for January monthly fee statement.	
02/14/11	M. Haynes	0.40
B160	Prepare and transmit monthly fee statement for January.	
02/16/11	K. Oliver	0.60
B160	Prepare and file Notice of Continued Hearing on Gardere Second Interim Fee Application (.4); arrange service of same through BMC group (.2).	
02/22/11	M. Haynes	0.20
B160	Communications regarding	
02/23/11	M. Haynes	0.20
B160	Attention to witness and exhibit list for upcoming hearing on fee application.	

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Date \ Task	Attorney/Description	Hours
02/28/11	M. Haynes	0.40
B160	Revise proposed proffer in support of second interim fee application, review and revise proposed order approving fee application, and arrange for submission of same.	
02/23/11	M. Haynes	0.70
B185	Review letter received from working interest owner regarding payment of cure claims and research issues related to same (.7).	
02/25/11	M. Haynes	1.90
B185	Phone call with Clay Hufft regarding M&M cure claims (.4); work on cure list and transmit same to cure claimants for reconciliation (1.2); follow-up communications with various cure claimants (.3).	
02/04/11	R. Roberson	1.20
B190	Review Sanchez Motion to Compel Filing of Adversary Proceeding and Debtor's Objection thereto.	
02/08/11	R. Roberson	3.60
B190	Received and reviewed SR Acquisitions reply brief regarding Motion of Entry of an Order requiring cause of action to be commenced as an adversary proceeding and discuss same at length with Bill Wallander (.8); prepare for February 9, 2011 hearing (.9); received and reviewed Debtor's motion regarding Sovereign Bank funds and discuss same with Clay Hufft (.5); review prior transcript of Jamey Ryan's 2004 Exam and prepare for February 9 completion of Ryan's 2004 Exam (1.4).	
02/10/11	R. Roberson	1.40
B190	Lengthy telephone conference with Bill Wallander regarding environmental hold-back dispute with Sanchez and Sanchez obligation to pay cure associated with assumed Joint Operating Agreements and review Sanchez/Debtors' pleadings regarding environmental holdback.	
02/14/11	R. Roberson	1.00
B190	Review transcript of second day of Ryan 2004 Exam (.6); review email correspondence regarding release of Sovereign Bank's CD's and discuss same with Clay Hufft (.4).	
02/16/11	R. Roberson	0.50
B190	Review proposed resolution of dispute between Sanchez and M&M lien creditors regarding the assumption of Pryme Joint Operating Agreements including emails related thereto.	
02/21/11	R. Roberson	0.90
B190	Received and reviewed Debtors' Motion to Substantively Consolidate Debtor cases (.4); correspondence with (.5).	
02/23/11	R. Roberson	3.10
B190	Prepare for and participate in lengthy telephone conference with Beth Lloyd and Clay Hufft regarding claims objections process and claims reconciliation efforts being conducted by debtors and claims process to be handled by committee counsel (1.6); received and reviewed letter from Sanchez to working interest owners regarding termination of the first purchase or payments pending receipt joint interest billing payments and discuss same at length with committee member affected (.6); review cure/M&M lien to claim reconciliation in preparation for negotiations with Sanchez/Prime (.9).	

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Date \ Task	Attorney/Description	Hours
02/23/11	R. Roberson	0.90
B190	Received and reviewed correspondence from U.S. Trustee's office regarding Conway and McKenzie fees and review Conway and McKenzie invoices received from Lender's counsel (.2); received and reviewed e-mail correspondence from counsel for Miss Lou/Vital regarding Sanchez termination of working interest payments. (.2); received and reviewed Debtor's claims reports prepared by BNC (.5).	
02/24/11	R. Roberson	1.80
B190	Review and further revise comparative analysis of liens/cure utilizing data from Prime, Sanchez, Debtors and Creditors (1.6); received and reviewed tier claim reconciliation chart and revised same (.2).	
02/25/11	R. Roberson	0.80
B190	Receipt and review Trustee's Objections to Fees and Expenses of Lenders and discuss same with Bill Wallender (.5); receipt and review of Vinson & Elkins January 2011 fee statement (.3).	
02/28/11	R. Roberson	0.40
B190	Lengthy telephone conference with Bill Wallender regarding trustee selection process and proposed order to resolve SR Acquisition procedural issues associated with prosecution of the SR Acquisitions breach of contract (.4).	
02/28/11	R. Roberson	2.60
B190	Prepare for and participate in hearings on various professionals fee applications including Gardere and SR Acquisition status conference; participate in lengthy post-hearing meeting with United States Trustee Representative; participate in lengthy meeting with Debtor's representatives and FTI representative regarding trust funding and opportunities to settle Vada litigation (2.6).	
02/14/11	R. Roberson	0.90
B230	Lengthy telephone conference with Clay Hufft regarding status of budget (.4); received and reviewed budget through April 15 and discuss same with Clay Hufft and Charles Kelley (.5).	
02/14/11	M. Haynes	0.50
B230	Review of proposed budget and research issues regarding same.	
02/18/11	R. Roberson	1.80
B230	Received and reviewed fourth notice regarding extension of use of cash collateral and discuss same with Clay Hufft (.4); telephone conference with Bill Wallender regarding status of filing of Plan and Disclosure Statement pending approval of budget (.4); email correspondence with Clay Hufft regarding scheduling Disclosure Statement and Confirmation Hearing (.3); received and reviewed email correspondence between Debtors and bank agent regarding cash collateral budget approval and Plan approval (.3); received and reviewed extended budget through April 15, 2011 and discuss same with Bill Wallender (.4).	
02/18/11	M. Haynes	0.30
B230	Communications with Debtors and Banks regarding cash collateral budget extension.	
02/21/11	R. Roberson	0.40
B230	Email correspondence with Clay Hufft regarding extended budget through April 15, 2011 and discuss same with Clay Hufft.	

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Date \ Task	Attorney/Description	Hours
02/21/11 B230	M. Haynes Review of proposed extended cash collateral budget and communications with Clay Hufft regarding same.	0.90
02/28/11 B230	M. Haynes Review budgetary items to determine anticipated amount of unpaid expenses to be paid by post-confirmation liquidating trust (.9).	0.90
02/23/11 B310	M. Haynes Research M&M lien issues, phone call with counsel for K&F Cementing regarding same, and follow-up email with counsel for K&F Cementing (.7); phone call with Clay Hufft, Beth Lloyd, and Rich Roberson regarding status of claim objections (1.2); follow-up work on claim numbers including phone call with Beth Lloyd regarding claim objections (.5).	2.40
02/24/11 B310	M. Haynes Phone call with Clay Hufft regarding claim objections (.2); begin reviewing revised claim register from BMC for claim objections (.5).	0.70
02/25/11 B310	M. Haynes Detailed review and analysis of updated claims register received from claims agent and begin reviewing proofs of claim for potential objections to same (3.7).	3.70
02/01/11 B320	M. Haynes Review draft liquidating trust agreement.	1.60
02/03/11 B320	R. Roberson Review revised Plan and Disclosure Statement.	1.60
02/07/11 B320	R. Roberson Prepare for and participate in lengthy telephone conference with representatives of bank group and debtors to discuss modifications to proposed Plan (2.4); review cure data and Sanchez Sale Motion and Order to determine obligor to pay cure associated with Pryme and non-Pryme leases and Joint Operating Agreements (1.1).	3.50
02/07/11 B320	M. Haynes Review of Weatherford's comments to Chapter 11 Plan (.4); phone call with counsel for Weatherford regarding comment to Chapter 11 Plan (.8); confer with Rich Roberson regarding Chapter 11 Plan comments (.2); phone call with Clay Hufft regarding treatment of cure claims under Chapter 11 Plan (.3); phone call with counsel for Debtors and counsel for Banks to page turn draft Chapter 11 Plan (1.7); phone call from Brad Foxman (counsel for Debtors) regarding cure issue (.3); research cure issue and return phone call to Brad Foxman (counsel for Debtors) regarding same (1.4); phone call with Andy Romay (counsel for Banks) regarding cure payment issue (.8); confer with Rich Roberson regarding cure payment issue (.3); research cure payment issue (including review of joint operating agreements and proofs of claim) (.4); follow-up with Rich Roberson regarding results of research (.3); phone call with counsel for Weatherford regarding cure payment issue (.8).	7.70
02/08/11 B320	M. Haynes Confer with Rich Roberson regarding Committee vote regarding Chapter 11 plan.	0.30
02/09/11 B320	R. Roberson Conference with Don Fogel and Charles Kelley regarding potential litigation identified during Jamey Ryan deposition and need to describe same in the Disclosure Statement and structure of Post-Confirmation Liquidating Trust.	0.40

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Date \ Task	Attorney/Description	Hours
02/10/11	M. Haynes	0.60
B320	Communications with Committee members regarding Chapter 11 plan comments, including extended phone call with counsel for Baker Hughes, Schlumberger, and X-Chem.	
02/11/11	M. Haynes	0.30
B320	Communications from Charles Kelley (counsel for Banks) regarding comments to draft chapter 11 plan.	
02/13/11	M. Haynes	1.60
B320	Review of revised draft chapter 11 plan and liquidating trust agreement.	
02/14/11	R. Roberson	2.70
B320	Lengthy telephone conference with Charles Kelley regarding completion of Plan and Disclosure Statement and bank group's request for early distribution of sales proceeds prior to Plan confirmation (.5); received and reviewed revised Plan and discuss same at length with Clay Hufft (.6); received and reviewed various emails regarding proposed revisions to Plan (.4); lengthy telephone conference with Charles Kelley regarding modifications to proposed Plan of Liquidation and review email from Charles Kelley to Clay Hufft regarding same (.6); review TriDimension organization chart and address issues associated with Trust's obligations to pay, costs to prepare delinquent returns for all Debtors and discuss same with Clay Hufft (.6).	
02/14/11	M. Donohue	0.20
B320	Telephone conference with Michael Haynes regarding responsibility for funding preparation of partnership tax returns by bankrupt partnership.	
02/14/11	M. Haynes	2.30
B320	Phone call with Dan Morenoff regarding comments to Chapter 11 Plan (.2); continued analysis of issues related to plan (.6); phone call with Clay Hufft regarding plan (.2); phone call with Rich Roberson and Clay Hufft regarding budget items (.2); attention to issues with tax returns post-confirmation including review of organizational documents and phone call with tax attorney (1.1).	
02/15/11	R. Roberson	2.00
B320	Lengthy telephone conferences with Clay Hufft regarding Liquidating Trust Agreement, obligations to pay tax preparation costs and obligations under Limited Partnership Agreements and LLC agreements compelling Debtors' to incur tax preparation costs (.6); telephone conferences with Clay Hufft and Charles Kelley regarding proposed modifications to Plan and Disclosure Statement and received and reviewed Debtors' additional revisions to Plan and Disclosure Statement (1.4).	
02/15/11	M. Haynes	1.50
B320	Multiple conferences with Rich Roberson regarding disclosure statement and chapter 11 plan (.7); phone call with Clay Hufft regarding comments to disclosure statement (.5); review of further revised disclosure statement and email communications with Clay Hufft regarding same (.3).	

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Date \ Task	Attorney/Description	Hours
02/16/11	R. Roberson	3.40
B320	Received and reviewed revised Plan and discuss same at length with Clay Hufft (.7); lengthy telephone conference with Clay Hufft and Bill Wallander regarding recent decision by Judge Bohm addressing requirements for disclosure of potential litigation claims and funding issues with respect to Plan Confirmation (.9); lengthy telephone conference with Clay Hufft and Charles Kelley regarding completion of Plan and Disclosure Statement and related funding issues (.8); received and reviewed further revisions to Plan (.4); review Judge Bohm's decision in In re MPF Holdings and compare language to proposed disclosure statement and discuss same with Debtor's counsel (.6).	
02/16/11	M. Haynes	3.70
B320	Legal research regarding standards for preserving causes of action in chapter 11 plan (1.8); phone call with Clay Hufft regarding same (.1); phone call with Clay Hufft regarding tax implications of chapter 11 plan (.4); phone call with Ed Rothberg regarding payment of cure amounts under plan (.2); confer with Rich Roberson regarding same (.3); review of additional revisions to disclosure statement and confer with Clay Hufft regarding same (.5); attention to tax issues (.4).	
02/17/11	R. Roberson	4.00
B320	Lengthy telephone conferences with Ed Rothberg regarding coordination of cure payments amongst M&M lien creditors for payments owed on joint operating agreements assumed and assigned to Sanchez/Pryme (.9); review summaries of cure payments identified by Debtors' and by Pryme Exploration as owed on certain Catahoula Lake and related properties (1.3); email correspondence with (.4); review Debtors' substantive consolidation motion (.4); lengthy telephone conference with Bill Wallander regarding Pryme/Sanchez cure issues and impact on Plan/Disclosure Statement (.4); received and reviewed final versions of Joint Plan and Disclosure Statement and compare redlines (.6).	
02/17/11	M. Haynes	4.30
B320	Review redlines of further revised plan documents (.7); phone call with Clay Hufft regarding changes to plan and disclosure statement (.8); follow-up call with Clay Hufft and Bill Wallander regarding post-confirmation trust (.7); research issues related to payment of cure amounts by post-confirmation trust, including telephone call with Ed Rothberg regarding cure claims (1.6); communications with Rich Roberson and counsel for Debtors regarding motion to substantively consolidate (.2); attention to post-confirmation trustee selection (.3).	
02/18/11	M. Haynes	2.20
B320	Review further revised draft chapter 11 plan, disclosure statement, and motion to substantively consolidate, and telephone call with Clay Hufft regarding comments to same and scheduling of hearings related to confirmation (2.2).	
02/21/11	R. Roberson	1.20
B320	Lengthy telephone conference with post-confirmation trustee and various issues which are anticipated to be open and need addressed by the Trust (.8); review additional liens identified by Sanchez (.4).	

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Date \ Task	Attorney/Description	Hours
02/21/11	M. Haynes	3.60
B320	Review of additional liens received from Vital / Miss Lou for purposes of determining M&M lien settlement (1.5); continue research of Pryme / Sanchez cure issue, including comparison of Debtor information to Pryme cure objection and information provided by creditors and lengthy phone call with Brad Foxman regarding same (1.7); attention to selection of Liquidating Trustee (.4).	
02/22/11	R. Roberson	1.40
B320	Lengthy telephone conference post-confirmation liquidating trustee and issues to be addressed by trustee (.7); email correspondence with Ed Rothberg regarding modifications needed to Disclosure Statement to comply with Judge Bohm's decision in In re MPF Holdings and further review Judge Bohm's decision (.7).	
02/22/11	M. Haynes	0.50
B320	Review of proposed ballots and confer with Beth Lloyd regarding same.	
02/24/11	M. Haynes	3.70
B320	Work on M&M lien reconciliation for settlement offers (1.1); phone call to Walter Dorrah (M&M lien creditor) regarding reconciliation (.1); continue researching claims and revising M&M settlement reconciliation (1.4); phone call with Ken Green (counsel for multiple M&M lien creditors) regarding reconciliation (.6); confer with Rich Roberson regarding reconciliations (.3); communications with Ed Rothberg regarding reconciliation (.2).	
02/25/11	R. Roberson	2.40
B320	Prepare for and participate in lengthy meeting to discuss TriDimension facts and circumstances and tasks to be addressed by post-confirmation Trustee (2.1).	
02/25/11	M. Haynes	1.50
B320	Working lunch meeting regarding status of case and probable duties and responsibilities of Liquidating Trustee.	
02/28/11	R. Roberson	2.30
B320	Lengthy telephone conference regarding case background and issues to address by Trust and receipt and (1.4); lengthy telephone conference regarding case background and issues to address by Trust (.9).	
02/28/11	M. Haynes	1.70
B320	Attention to issues with post-confirmation liquidating trust, including conference with Rich Roberson regarding selection of trustee and review of plan and trust agreement related to liquidating trust expense treatment (1.3); review of form of motion regarding disclosure statement hearing received from UST related to possible combination of disclosure statement hearing and confirmation hearing (.4).	
	Total hours	155.90
	Total for Services	\$68,475.00
	Payor's Share of Fees	\$68,475.00

Disbursements

Charge for Transcripts

1,773.20

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Disbursements

Automated Legal Research	1.20
Delivery Charges	58.42
Photocopy Charges	13.10
Travel Costs	8.00

Total Disbursements	<u>\$ 1,853.92</u>
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Matter Invoice Summary:

Total Fees	\$68,475.00
Total Disbursements	\$1,853.92
Total this Matter	<u><u>\$70,328.92</u></u>

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Summary of Fees by Task for all Matters

Task	Task Description	Hours	Total
B110	Case Administration	12.40	\$2,940.50
B120	Asset Analysis and Recovery	25.30	\$10,526.50
B130	Asset Disposition	0.90	\$292.50
B150	Meetings of & Comm. w/Creditor	15.00	\$6,507.00
B160	Fee/Employment Applications	6.80	\$2,324.00
B185	Assump./Reject. of Leases/Cont	2.60	\$845.00
B190	Other Contested Matters	18.20	\$11,739.00
B230	Financing/Cash Collections	5.70	\$2,844.50
B310	Claims Admin. and Objections	6.80	\$2,210.00
B320	Plan & Disclosure Statement	62.20	\$28,246.00
Total Fees Rendered This Period			\$68,475.00

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Summary of Fees by Timekeeper for this Invoice

Timekeeper	Rank	Hours	Billed Per Hour	Total
Donohue, Michael J.	Partner	0.20	640.00	\$128.00
Haynes, Michael S.	Associate	84.70	325.00	\$27,527.50
Oliver, Karen R.	Paralegal	10.70	180.00	\$1,926.00
Roberson, Richard M.	Partner	60.30	645.00	\$38,893.50
Total All Timekeepers for This Invoice		155.90		\$68,475.00

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February 14, 2011
Invoice Number: 1026062
Due within 30 days of receipt

Client: 136098

REMITTANCE ADVICE

Re: Matter: 000001 Creditors' Committee Representation

Total Fees	59,454.50
Total Disbursements	1,565.17
TOTAL CURRENT BILL	<u>\$ 61,019.67</u>

Outstanding Receivables as of February 14, 2011 for the matter indicated above:

INVOICE #: 1005141	07/19/10	9,160.33
INVOICE #: 1008003	08/17/10	5,164.90
INVOICE #: 1011568	09/16/10	4,020.33
INVOICE #: 1014735	10/19/10	19,359.84
INVOICE #: 1017623	11/17/10	69,453.95
INVOICE #: 1021117	12/20/10	31,689.50
INVOICE #: 1023843	01/20/11	30,504.67

TOTAL OUTSTANDING **\$ 169,353.52**

TOTAL DUE AND OUTSTANDING **\$ 230,373.19**

GARDERE WYNNE SEWELL LLP

ATTORNEYS AND COUNSELORS

1601 ELM STREET SUITE 3000

DALLAS, TEXAS 75201-4761

(214) 999-3000

TAX I.D. 75-0730814

TriDimension Energy L.P. Official Committee of Unsecured
Creditors
Submitted through Bankruptcy Court for approval

February 14, 2011
Invoice Number: 1026062
Client: 136098
Due within 30 days of receipt

FOR LEGAL SERVICES RENDERED THROUGH 01/31/11

Matter no: 000001.

Creditors' Committee Representation

Date \ Task	Attorney/Description	Hours
01/03/11	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.3); calendar updates (.2).	
01/18/11	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.3); calendar updates (.2).	
01/19/11	K. Oliver	1.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.2); calendar updates (.3); review local rules (.3); draft, revise and file Notice of 2004 Examination of James P. Ryan (.7).	
01/20/11	K. Oliver	0.20
B110	Review docket sheet regarding new pleadings filed.	
01/24/11	K. Oliver	0.30
B110	Calendar updates.	
01/25/11	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.3); calendar updates (.2).	
01/27/11	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.3); calendar updates (.2).	
01/31/11	K. Oliver	0.30
B110	File Notice of Continued 2004 Examination of James P. Ryan.	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/03/11	M. Haynes	1.30
B120	Conference with Rich Roberson regarding potential settlement offer to M&M lien claimants, and extensive revisions and analysis to proposed spreadsheet summarizing lien issues, and phone call to Debtors regarding issues to be resolved in order to effectuate M&M lien settlements (1.3).	
01/04/11	M. Haynes	3.70
B120	Extensive work on proposed settlement structure for M&M lien claimants to be implemented pursuant to Liquidating Plan including review of M&M lien documents, Debtors' lien tracker, proofs of claim, and information provided by various M&M lien creditors, and various communications with Committee members regarding same (3.7).	
01/04/11	K. Oliver	0.60
B120	Revise and re-sort M&M spreadsheet by vendor totals versus well totals for Rich Roberson (.6).	
01/05/11	M. Haynes	0.20
B120	Communications with Emily Donahue regarding production of documents by James Ryan and scheduling of oral examination (.2).	
01/06/11	M. Haynes	1.10
B120	Phone call with Brad Foxman regarding document production for James Ryan 2004 examination (.2); review of privilege log from James Ryan and follow-up phone call with Brad Foxman regarding same (.2); continue review of documents produced by James Ryan (.7).	
01/07/11	M. Haynes	1.10
B120	Continue review of documents produced by James Ryan for upcoming 2004 examination.	
01/11/11	R. Roberson	0.40
B120	Received and reviewed additional lien information from MissLou and Vital Oil.	
01/11/11	M. Haynes	0.10
B120	Communications with Emily Donahue regarding scheduling of 2004 examination of James Ryan.	
01/15/11	M. Haynes	5.20
B120	Continue review of documents (approx. 3,000 pages) produced by James Ryan under Rule 2004 in preparation for oral examination.	
01/17/11	R. Roberson	0.40
B120	Review revised Lien Settlement Analysis and forward to certain creditors' counsel for discussion of support of M&M lien settlement.	
01/17/11	M. Haynes	3.60
B120	Communications with Emily Donahue regarding 2004 examination of James Ryan (.1); continue review of documents produced by James Ryan (approx. 1,500 pages) (3.5).	
01/18/11	M. Haynes	5.90
B120	Continue review of documents produced by James Ryan (approximately 5,000 pages) (5.7); communications with Emily Donahue regarding coordination of 2004 exam (.2).	
01/19/11	M. Haynes	1.20
B120	Phone call with Emily Donahue regarding 2004 examination (.2); review and revise notice of oral examination and arrange for filing of same (.3); e-mail communications with Committee regarding 2004 examination (.2); arrange for stenographer for oral examination (.2); attention to documents produced (.3).	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/20/11 B120	M. Haynes Finish review of documents produced by James Ryan (approx. 3,000 pages) (3.2); phone calls with various Committee members and counsel regarding issues to be discussed during 2004 examination (1.1); continue preparation for 2004 examination including begin compilation of exhibits for 2004 examination (.5).	4.80
01/21/11 B120	R. Roberson Lengthy meeting with Michael Haynes to prepare Q&A outline and areas of inquiry for 2004 Examination of Jamey Ryan and work on outline.	3.10
01/21/11 B120	M. Haynes Communications with Debtors regarding D&O insurance (.1); communications with Committee members regarding 2004 examination of James Ryan (.2); review of probable exhibits during 2004 examination and compile list of categories to be discussed during 2004 examination and supporting exhibits (3.1); conference with Rich Roberson regarding 2004 examination topics and questions (2.2).	5.60
01/22/11 B120	M. Haynes Draft questions for James Ryan 2004 examination.	4.20
01/24/11 B120	B. Godbey Conference with Mr. Roberson and Mr. Haynes regarding D&O issues.	0.80
01/24/11 B120	R. Roberson Continue preparation for 2004 Examination of Jamey Ryan including revision of witness Q&A outline and documents produced by Jamey Ryan (2.3); meeting with Beverly Godbey regarding D&O insurance coverage issues and topics to be covered during Ryan 2004 Examination (.5).	2.80
01/24/11 B120	M. Haynes Phone call with Emily Donahue regarding upcoming 2004 examination (.5); communications with Don Fogel regarding participation at 2004 examination, review documents produced by James Ryan to remove confidential information, and arrange for copying and transmittal of documents to Don Fogel (.7); finish first draft of outline and questions for upcoming 2004 examination (2.7); extended meeting with Rich Roberson and Beverly Godbey regarding upcoming 2004 examination, outline of questions, issues to be addressed (2.0); review of Debtors' schedule of assets and liabilities and statement of financial affairs in preparation for upcoming 2004 examination (1.2).	7.10
01/25/11 B120	B. Godbey Review and analyze policy extensions and endorsements (.8); several telephone conferences with Michael Haynes regarding same (.3); review D&O coverage for ERP options (.5); prepare recommendations regarding same (.2).	1.80
01/25/11 B120	M. Haynes Receive and review updated D&O insurance information from Debtors (.2); extended call with Bev Godbey regarding insurance issues (.3); multiple phone calls with Beth Lloyd regarding insurance issues (.3); continued preparation for upcoming 2004 examination including review of exhibits and revisions to examination outline and questions (4.8).	5.60
01/26/11 B120	R. Roberson Attend 2004 Examination of Jamey Ryan and post-deposition conference with Jamey Ryan's counsel.	3.40

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/26/11	M. Haynes	9.90
B120	Last-minute preparations for upcoming 2004 examination of James Ryan, including telephone conference with Rich Roberson (.8); question Mr. Ryan in extended 2004 examination (pre-lunch) (3.3); post-examination conference with counsel for Amegy Bank (.2); working lunch with Committee members regarding information obtained in 2004 examination (.6); preparation for continued examination (.2); resume questioning of James Ryan per Rule 2004 (4.0); post-examination meetings with Charles Kelly and Rich Roberson regarding information obtained during 2004 examination (.6); follow-up communications with Rich Roberson regarding issues to be researched in light of information obtained (.2).	
01/27/11	M. Haynes	2.20
B120	Multiple phone calls with Beth Lloyd regarding D&O insurance (.3); review additional insurance information provided by Beth Lloyd and forward same to Bev Godbey (.4); compile notes of information discovered during 2004 examination (.5); review of notes of Don Fogel from first day of 2004 examination of James Ryan and confer with Rich Roberson regarding information obtained (.9); e-mails with Emily Donahue regarding scheduling of continued 2004 examination (.1).	
01/31/11	M. Haynes	0.40
B120	Prepare notice of continued 2004 examination of James Ryan, arrange for filing of same, and follow-up communications with Committee members regarding same.	
01/03/11	R. Roberson	0.70
B150	Review agenda for January 4 meeting and revise exhibit to be utilized in Plan settlement discussion with Committee.	
01/03/11	M. Haynes	1.10
B150	Extended phone conference with Kenneth Green regarding potential M&M lien settlement (.7); draft Minutes and Agenda for upcoming Committee call and transmit same to Committee (.4).	
01/04/11	R. Roberson	3.40
B150	Prepare for and participate in telephonic meeting of Unsecured Creditors Committee (1.2); review various analyses prepared for use in M&M lien settlement structure including reconciliation of erroneous information provided by M&M lien creditors (2.2).	
01/04/11	M. Haynes	1.00
B150	Prepare for upcoming Committee call (.3); participate in weekly Committee call (.7).	
01/09/11	M. Haynes	0.40
B150	Prepare minutes and agenda for upcoming meeting.	
01/10/11	R. Roberson	1.20
B150	Revise Agenda and Minutes of January 4, 2011 meeting and prepare for January 11, 2011 Unsecured Creditors Committee meeting.	
01/11/11	R. Roberson	1.40
B150	Prepare for and participate in weekly Unsecured Creditors Committee meeting and follow-up telephone conferences with various members of the Committee regarding issues raised during Committee call.	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/11/11	M. Haynes	0.80
B150	Prepare for upcoming Committee meeting (.2); participate in weekly Committee meeting (.4); compile and circulate requested documents to Committee (.2).	
01/15/11	M. Haynes	0.40
B150	Prepare minutes and agenda for upcoming Committee meeting.	
01/17/11	R. Roberson	0.20
B150	Review and revise agenda for January 18, 2011 Unsecured Creditors Committee meeting.	
01/17/11	M. Haynes	0.60
B150	Phone call with Walter Dorroh (K&F Cementing) regarding M&M Lien settlement issues (.3); phone call with Ken Green (Committee member) regarding 2004 examination of James Ryan (.2); transmit meetings and agenda to Committee for upcoming Committee call (.1).	
01/18/11	M. Haynes	1.10
B150	Prepare for upcoming Committee meeting (.3); participate in weekly Committee meeting (.6); phone call with K&F Cementing regarding claim amount (.1); follow-up e-mails with Committee members (.1).	
01/24/11	M. Haynes	0.60
B150	Phone call with Simon Lin regarding postponement of Committee meeting (.3); numerous e-mail communications with Committee members regarding rescheduling of Committee meeting (.3).	
01/27/11	R. Roberson	0.60
B150	Prepare for and participate in weekly Unsecured Creditors Committee meeting (telephonic).	
01/27/11	M. Haynes	1.50
B150	Phone call with Simon Lin regarding information obtained during 2004 examination of James Ryan (.6); prepare minutes and agenda for upcoming Committee meeting and transmit same (.4); prepare for and participate in weekly Committee call (.5).	
01/31/11	M. Haynes	0.40
B150	Prepare minutes and agenda and transmit same to Committee for upcoming meeting.	
01/03/11	R. Roberson	0.40
B160	Received and reviewed Franklin Skierski's Fee Application.	
01/03/11	K. Oliver	0.20
B160	Coordinate with accounting to obtain numbers/spreadsheets needed for our second interim fee application.	
01/04/11	K. Oliver	2.50
B160	Work on second interim fee application, including but not limited to review all final numbers received from accounting, input details into fee application including breakdown of all timekeepers by task code, manipulation of spreadsheets, and various other edits and revisions.	
01/05/11	K. Oliver	1.50
B160	Additional work on second interim fee application; including but not limited to preparing exhibits, proofread and make revisions to various numbers for accuracy, coordinating with accounting regarding payment information, forward draft to Michael Haynes for his review.	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/06/11	M. Haynes	3.20
B160	Review and revise second interim fee application of GWS (2.6); review and revise monthly pre-bill for December time (.6).	
01/06/11	K. Oliver	0.50
B160	Obtain detailed narrative spreadsheet from accounting (.2); revise and forward to Michael Haynes for second fee application (.3).	
01/07/11	M. Haynes	0.20
B160	Phone call from Brad Foxman regarding question on monthly fee statement.	
01/07/11	K. Oliver	1.00
B160	Work on second interim fee application and updates to numbers regarding non-working travel.	
01/10/11	R. Roberson	0.80
B160	Review and revise Gardere's Second Interim Fee Application and associated exhibits.	
01/11/11	K. Oliver	0.20
B160	Discussion with Rich Roberson regarding revisions to our fee application.	
01/12/11	K. Oliver	0.90
B160	Various revisions to second interim fee application.	
01/13/11	K. Oliver	0.90
B160	File Second Interim Fee Application (.5); arrange service of same (.2); and have copies sent to Judge Jernigan (.2).	
01/18/11	R. Roberson	0.40
B160	Received and reviewed Second Interim Fee Application of FTI.	
01/20/11	M. Haynes	0.30
B160	Prepare monthly fee statement (.3).	
01/21/11	M. Haynes	0.10
B160	Transmit monthly fee statement.	
01/31/11	M. Haynes	0.50
B160	Begin review of monthly fee statements for December for Debtors' professionals.	
01/04/11	R. Roberson	1.30
B190	Received and reviewed Debtors' Motion to Compel Enforcement of Sanchez Asset Purchase Agreement (.6); review Sanchez Purchase Agreement and analysis prepared by Debtors' regarding damages (.7).	
01/19/11	R. Roberson	1.90
B190	Lengthy telephone conference with Bill Wallander regarding Pryme dispute and cure expenses assumed by Pryme and Sanchez (.8); multiple e-mails with Jay Person regarding claims of lawyer and HB Reynolds and lengthy telephone conference with John Person regarding same (.4); telephone conferences with Clay Hufft regarding status of Pryme cure issues and Vada negotiations (.7).	
01/20/11	R. Roberson	1.20
B190	E-mail correspondence with Debtors' counsel regarding status of negotiations with Sanchez regarding environmental claims and scheduling a hearing regarding same (.3); review Sanchez Purchase Agreement and Debtors' Motion to Compel compliance with same (.9).	
01/21/11	R. Roberson	0.30
B190	E-mail correspondence with Clay Hufft regarding Sanchez Environmental Motion.	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/25/11	R. Roberson	0.50
B190	Telephone conference with Sanchez representative regarding recordation of unrecorded working interests post-petition.	
01/03/11	R. Roberson	0.40
B220	Review Debtors' Motion to Amend Vacation Policy and compare to prior management incentive program and key employee retention plan pleadings.	
01/03/11	R. Roberson	2.60
B320	Work on Creditors' settlement analysis and exhibit (1.4); review proposed revisions to Liquidation Plan (1.2).	
01/03/11	M. Haynes	2.70
B320	Review of further revised draft of Chapter 11 Plan received from Clay Hufft, revise same, conference with Rich Roberson regarding questions and issues with Plan, further revise Chapter 11 Plan to reflect comments of Rich Roberson and additional issues raised (2.7).	
01/04/11	R. Roberson	0.70
B320	Review revised plan in preparation for Unsecured Creditors Committee meeting.	
01/04/11	M. Haynes	0.40
B320	Finish revisions to Debtors' draft Plan of Liquidation and transmit comments to Rich Roberson (.4).	
01/05/11	R. Roberson	2.30
B320	Review revised definitions for inclusion in draft plan to address Pryme Lake/Sanchez reimbursement issues and other revisions requested and forward same to counsel for Debtors (1.5); continue work on revised M&M Lien settlement chart incorporating liens, JOA cures, Pryme cures and unsecured claims remaining after proposed settlement (.8).	
01/05/11	M. Haynes	2.10
B320	Additional review of comments to draft Chapter 11 Plan and transmit same to counsel for Debtors and counsel for Banks (.5); review and revise proposed settlement structure to be included in draft Chapter 11 Plan, compile supporting explanatory exhibits, and transmit same to Committee for review and approval at upcoming Committee meeting (.8); extended phone call with Kenneth Green regarding information contained in proposed settlement structure and revise same to reflect comments of Kenneth Green (.8).	
01/10/11	R. Roberson	1.40
B320	Further revise proposed Settlement Term Sheet to be utilized in Disclosure Statement, including review of select Proofs of Claim and lien support materials.	
01/12/11	M. Haynes	0.90
B320	Multiple conversations with Beth Lloyd regarding chapter 11 plan (.5); research contact information and review proofs of claim for M&M lien settlements to be included in chapter 11 plan (.4).	
01/13/11	R. Roberson	0.90
B320	Multiple telephone conferences with counsel for M&M Lien Creditors regarding support of proposed M&M Lien settlement to be incorporated in Plan and e-mail correspondence regarding same.	
01/13/11	M. Haynes	0.30
B320	Calls to multiple M&M lienholders regarding potential M&M lien settlement to be included in chapter 11 plan.	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/14/11	R. Roberson	1.30
B320	Multiple telephone conferences with counsel for HB Reynolds, K&F Cementing, Warrior Energy, and Steve Kent Trucking regarding support of M&M Lien Settlement Agreement and multiple e-mails with counsel regarding same, including transmission of M&M lien settlement chart and follow-up communication regarding same.	
01/17/11	M. Haynes	0.70
B320	Phone call with Clay Hufft regarding issues with Chapter 11 Plan and Disclosure Statement (.4); confer with Rich Roberson regarding status of plan and status of M&M Lien settlement discussions for inclusion in Disclosure Statement (.3).	
01/18/11	R. Roberson	0.90
B320	Continue telephone conferences with counsel for M&M lien creditors regarding support of M&M lien settlement and review various Proofs of Claim filed by such creditors.	
01/18/11	M. Haynes	0.50
B320	Phone call with Clay Hufft regarding Chapter 11 plan.	
01/19/11	R. Roberson	1.80
B320	Lengthy telephone conference with Clay Hufft regarding status of Plan comments from bank group and outstanding issues involving Pryme and non-Pryme cure (.7); review Order Approving Sale and exhibits and analyze obligation to pay cure associated with Joint Operating Agreements assumed by Pryme/Sanchez (1.1).	
01/19/11	M. Haynes	2.90
B320	Phone call with Clay Hufft regarding Chapter 11 Plan mechanics for paying cure amounts (.5); phone call with Ken Green regarding disputes as to cure amounts on various JOAs (.7); conference with Rich Roberson regarding issues related to payment of cure amounts (.5); additional research into cure issues and phone call with Clay Hufft regarding same (.8); phone call with Clay Hufft regarding research into cure settlement (.2); phone call from Clay Hufft regarding trust expense mechanics in Chapter 11 Plan (.2).	
01/20/11	M. Haynes	0.40
B320	Phone call with Clay Hufft regarding Disclosure Statement (.2); confer with Rich Roberson regarding same (.2).	
01/21/11	M. Haynes	0.30
B320	Phone call with Clay Hufft regarding Amegy's comments to Chapter 11 Plan (.3).	
01/24/11	M. Haynes	0.40
B320	Multiple phone calls with Clay Hufft regarding Chapter 11 Plan and Disclosure Statement (.4).	
01/26/11	R. Roberson	0.40
B320	Conference with Charles Kelley regarding proposed modification to Plan of Liquidation.	
01/27/11	R. Roberson	2.00
B320	Received and reviewed revised Plan of Liquidation and Disclosure Statement and discuss same at length with Clay Hufft (1.6); review status of TriDimension's extension of D&O coverage, including information received from TriDimension's broker (.4).	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1026062

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 February 14, 2011

Date \ Task	Attorney/Description	Hours
01/27/11	M. Haynes	0.40
B320	Receive revised draft chapter 11 plan and disclosure statement from Clay Hufft and begin review of same.	
01/30/11	M. Haynes	2.20
B320	Review revised draft chapter 11 plan received from Clay Hufft and begin reviewing draft disclosure statement.	
01/31/11	M. Haynes	4.60
B320	Review and comment on draft disclosure statement.	
	Total hours	148.50
	Total for Services	\$59,454.50
	Payor's Share of Fees	\$59,454.50

Disbursements

Charge for Transcripts	1,493.50
Automated Legal Research	5.12
Delivery Charges	17.90
Photocopy Charges	30.65
Travel Costs	18.00

Total Disbursements	\$ 1,565.17
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Matter Invoice Summary:

Total Fees	\$59,454.50
Total Disbursements	\$1,565.17
Total this Matter	<u><u>\$61,019.67</u></u>

TriDimension Energy L.P. Official Committee of Unsecured Creditors
Client No. 136098
Invoice No. 1026062

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February 14, 2011

Summary of Fees by Timekeeper for this Invoice

Timekeeper	Rank	Hours	Billed Per Hour	Total
Godbey, Beverly B.	Partner	2.60	520.00	\$1,352.00
Haynes, Michael S.	Associate	94.20	325.00	\$30,615.00
Oliver, Karen R.	Paralegal	12.60	180.00	\$2,268.00
Roberson, Richard M.	Partner	39.10	645.00	\$25,219.50
Total All Timekeepers for This Invoice		148.50		\$59,454.50

TriDimension Energy L.P. Official Committee of Unsecured Creditors
Client No. 136098
Invoice No. 1026062

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February 14, 2011

Summary of Fees by Task for all Matters

Task	Task Description	Hours	Total
B110	Case Administration	4.30	\$774.00
B120	Asset Analysis and Recovery	76.50	\$28,514.50
B150	Meetings of & Comm. w/Creditor	15.40	\$7,405.00
B160	Fee/Employment Applications	13.60	\$3,815.50
B190	Other Contested Matters	5.20	\$3,354.00
B220	Employee Benefits/Pensions	0.40	\$258.00
B320	Plan & Disclosure Statement	33.10	\$15,333.50
Total Fees Rendered This Period			\$59,454.50

Redacted

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ATTORNEYS AND COUNSELORS
1601 ELM STREET SUITE 3000
DALLAS, TEXAS 75201-4761
(214) 999-3000
TAX I.D. 75-0730814

TriDimension Energy L.P. Official Committee of Unsecured
Creditors
Submitted through Bankruptcy Court for approval

January 20, 2011
Invoice Number: 1023843
Due within 30 days of receipt

Client: 136098

REMITTANCE ADVICE

Re: Matter: 000001 Creditors' Committee Representation

Total Fees	30,449.50
Total Disbursements	55.17

TOTAL CURRENT BILL	<u>\$ 30,504.67</u>
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Outstanding Receivables as of January 20, 2011 for the matter indicated above:

INVOICE #: 1005141	07/19/10	9,160.33
INVOICE #: 1008003	08/17/10	5,164.90
INVOICE #: 1011568	09/16/10	4,020.33
INVOICE #: 1014735	10/19/10	19,359.84
INVOICE #: 1017623	11/17/10	69,453.95
INVOICE #: 1021117	12/20/10	31,689.50

TOTAL OUTSTANDING	<u>\$ 138,848.85</u>
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TOTAL DUE AND OUTSTANDING	<u>\$ 169,353.52</u>
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GARDERE WYNNE SEWELL LLP

ATTORNEYS AND COUNSELORS

1601 ELM STREET SUITE 3000

DALLAS, TEXAS 75201-4761

(214) 999-3000

TAX I.D. 75-0730814

TriDimension Energy L.P. Official Committee of Unsecured
Creditors
Submitted through Bankruptcy Court for approval

January 20, 2011
Invoice Number: 1023843
Client: 136098
Due within 30 days of receipt

FOR LEGAL SERVICES RENDERED THROUGH 12/31/10
Matter no: 000001
Creditors' Committee Representation

Date \ Task	Attorney/Description	Hours
12/01/10	M. Haynes	0.20
B110	E-mail communications with courtroom deputy regarding scheduling of 2004 examination hearing (.2).	
12/02/10	R. Roberson	0.20
B110	Received and reviewed e-mail correspondence with Bill Wallander regarding retention of employees and discuss same with Bill Wallander.	
12/03/10	M. Haynes	0.20
B110	Phone call with Clay Hufft regarding state of sale order and various open issues.	
12/06/10	K. Oliver	0.70
B110	Calendar updates (.2); review of ECF e-mails received over the last few days in my absence (.5).	
12/07/10	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.2); calendar updates (.3).	
12/09/10	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.3); calendar updates (.2).	
12/10/10	K. Oliver	0.20
B110	Calendar updates.	
12/13/10	K. Oliver	0.60
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.2); work on hearing binder (.4).	

TriDimension Energy L.P. Official Committee of Unsecured Creditors
 Client No. 136098
 Invoice No. 1023843

Page 3
 January 20, 2011

Date \ Task	Attorney/Description	Hours
12/15/10	M. Haynes	2.50
B110	Prepare for upcoming hearing (.4); phone call with Brad Foxman regarding upcoming hearing (.2); pre-hearing meeting with counsel for Debtors (.3); participate in hearing on 1) Motion to reject various contracts and leases, 2) Motion for 2004 examination of James Ryan, and 3) Stephens fee application (1.6).	
12/15/10	K. Oliver	0.40
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.2); discussion with Michael Haynes and accounting regarding recent payment received and application of same (.2).	
12/16/10	M. Haynes	0.20
B110	Phone call with Clay Hufft regarding request to extend deadline to assume or reject office lease.	
12/16/10	K. Oliver	0.20
B110	Review docket sheet regarding new pleadings filed.	
12/17/10	K. Oliver	0.50
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.2); upload Order Granting 2004 Exam of James P. Ryan for Michael Haynes (.3).	
12/20/10	R. Roberson	0.80
B110	E-mail correspondence with Michael Meredith regarding information requested with respect to Jamey Ryan's interest in Vital Supply and MissLou Supply entities and pre-petition payments made by Debtors to both entities (.5); e-mail correspondence with Michael Meredith regarding same (.3).	
12/27/10	K. Oliver	0.70
B110	Review docket sheet and send daily e-mail regarding new pleadings filed (.4); calendar updates (.3).	
12/28/10	K. Oliver	0.40
B110	Review docket sheet and send daily e-mail regarding new pleadings filed.	
12/01/10	M. Haynes	0.60
B120	Continued review of statement of financial affairs and proofs of claim for analysis of settlement of liens and preferences related to trade creditors.	
12/02/10	M. Haynes	0.40
B120	Extended phone call with Emily Donahue regarding 2004 examination of James Ryan and follow-up conference with Rich Roberson regarding same.	
12/07/10	M. Haynes	0.90
B120	Draft letter to Bill Wallander regarding preservation of books and records (.5); revise letter to reflect comments of Rich Roberson and arrange for duplication to reflect letter to Pete Franklin, and execution and transmission of same (.3); phone call to Emily Donahue regarding 2004 examination (.1).	
12/09/10	M. Haynes	0.40
B120	E-mail and phone communications with Emily Donahue regarding James Ryan 2004 exam (.2); phone call with Brad Foxman regarding information to be produced by Debtors related to 2004 examination (.2).	
12/13/10	M. Haynes	0.40
B120	Revise proposed order on motion for 2004 examination of James Ryan and transmit same to Kenneth Green for comment.	
12/14/10	M. Haynes	0.20
B120	Communications with Emily Donahue regarding 2004 exam of James Ryan and transmit proposed 2004 order to Ms. Donahue.	

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Date \ Task	Attorney/Description	Hours
12/16/10	M. Haynes	0.30
B120	Revise proposed order on 2004 examination and transmit same to Emily Donahue.	
12/17/10	R. Roberson	0.30
B120	Review status of leases subject to rejection and correspond with Debtors' counsel regarding same.	
12/17/10	M. Haynes	0.40
B120	Additional communications with Emily Donahue regarding proposed order on 2004 exam of James Ryan (.1); revise order to reflect comments of Emily Donahue and arrange for uploading of same (.2); e-mail communications with Steven Wheelis regarding information needed related to M&M lien settlement (.1).	
12/20/10	M. Haynes	3.70
B120	Continue review of documents produced by James Ryan for upcoming 2004 examination.	
12/21/10	M. Haynes	3.70
B120	Continue review of documents produced by James Ryan in anticipation of upcoming oral examination.	
12/28/10	M. Haynes	1.50
B120	Continue work on developing settlement offers for M&M lien claimants, including research of "insider" status of various M&M lien creditors for purposes of analyzing potential preference releases (1.3); communications with Rich Roberson regarding same (.2).	
12/01/10	R. Roberson	1.90
B130	Lengthy telephone conference with Rodney Moore regarding status of Sanchez closing and reconciliation of environmental issues raised by Sanchez (.5); telephone conferences with Bill Wallander regarding Sanchez closing issues (.4); prepare for and participate in lengthy telephone conference with counsel for all constituents regarding Sanchez closing (.7); received and reviewed Sanchez dispute notice regarding environmental defects and discuss same with Bill Wallander (.3).	
12/01/10	M. Haynes	0.40
B130	E-mail and telephone communications with Rodney Moore and Rich Roberson regarding status of closing issues in light of Vada appeal (.4).	
12/03/10	R. Roberson	0.40
B130	E-mail correspondence with Chris Rogers and Rodney Moore regarding Sanchez discuss same with Rodney Moore.	
12/03/10	M. Haynes	0.40
B130	Numerous e-mail communications with counsel for Debtors regarding status of closing and issues related to imposition of stay on sale order.	
12/07/10	M. Haynes	0.30
B130	Numerous e-mail communications with Debtors regarding status of closing and anticipated position for mandamus to Fifth Circuit by Vada.	
12/08/10	M. Haynes	0.40
B130	Numerous communications with Debtors regarding status of closing and follow-up communications regarding how to proceed in case.	

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Date \ Task	Attorney/Description	Hours
12/03/10	M. Haynes	0.80
B150	Prepare for upcoming call with Steven Wheelis regarding M&M lien amounts (.2); phone call with Steven Wheelis regarding information needed (.3); follow-up attention to M&M Lien issues (.3).	
12/06/10	R. Roberson	0.20
B150	Review agenda for December 7 meeting and revise same.	
12/06/10	M. Haynes	0.40
B150	Prepare Agenda and Minutes for upcoming Committee meeting and transmit same to Committee.	
12/07/10	M. Haynes	1.00
B150	Prepare for upcoming Committee call (.2); participate in weekly Committee call (.3); follow-up phone call with Kenneth Green regarding information discussed during Committee call (.5).	
12/13/10	R. Roberson	0.20
B150	Review materials for December 14 committee call.	
12/13/10	M. Haynes	0.50
B150	Communications with Stephen Wheelis regarding information necessary for M&M lien settlements (.1); prepare Agenda and meeting minutes for upcoming Committee meeting and transmit same to Committee (.4).	
12/14/10	M. Haynes	0.90
B150	Prepare for upcoming Committee call (.3); participate in weekly Committee call (.4); phone call from Marty Averill regarding 2004 exam of James Ryan (.2).	
12/20/10	R. Roberson	0.30
B150	Telephone conferences with Simon Lin and Ed Rothberg regarding cancellation of December 21 meeting and status of negotiations with bank group.	
12/20/10	M. Haynes	0.70
B150	Prepare Minutes from previous meeting and Agenda for upcoming meeting (.4); conference with Simon Lin regarding need for upcoming meeting (.1); transmit e-mail to group of current events and cancellation of upcoming meeting (.2).	
12/21/10	R. Roberson	0.30
B150	E-mail correspondence with Committee members regarding scheduling telephonic Committee meeting.	
12/21/10	M. Haynes	0.20
B150	Return phone call to Leo Joseph regarding status of bankruptcy case.	
12/27/10	R. Roberson	0.30
B150	Review agenda and minutes in preparation for December 28, 2010 Unsecured Creditors Committee meeting.	
12/28/10	R. Roberson	1.70
B150	Prepare for meeting of Unsecured Creditors Committee including review of Debtors' draft Plan of Liquidation and Order Approving Stephens' Fee Application and participate in telephonic meeting of Unsecured Creditors Committee (1.4); telephone conference with Simon Lin regarding status of Debtors' Plan and Creditors' Settlement Proposal (.3).	
12/01/10	M. Haynes	0.20
B160	E-mail communications with Nancy Resnick regarding questions on Gardere October fee statement.	

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Date \ Task	Attorney/Description	Hours
12/08/10	M. Haynes	0.90
B160	Review and revise prebill for upcoming monthly fee statement.	
12/17/10	R. Roberson	0.30
B160	Attend to issue associated with Gardere monthly fee applications and November billing.	
12/20/10	R. Roberson	0.20
B160	Revise Gardere's monthly fee statement for submission to parties pursuant to Fee Procedures Order.	
12/20/10	M. Haynes	1.30
B160	Prepare monthly fee statement and transmit same (.4); review of monthly fee statement of Vinson & Elkins (.9).	
12/28/10	K. Oliver	0.30
B160	Pull and forward Order granting compensation for Stephens, Inc. for Rich Roberson.	
12/13/10	R. Roberson	0.50
B170	Review Stephens' Fee Application and prior Order approving Stephens' retention, including limitation on reimbursable expenses (.3); received and reviewed Amegy Bank's Objection to Stephens' Fee Application (.2).	
12/13/10	M. Haynes	0.40
B170	Communications with Andy Romay regarding Stephens fee application (.1); review objection of Amegy Bank to Stephens fee application and follow-up communications with Andy Romay regarding same (.3).	
12/17/10	M. Haynes	0.20
B185	Transmit e-mail to Debtors regarding rejection of non-residential real property leases and request for preservation of records.	
12/01/10	R. Roberson	0.70
B190	Telephone conference with Bill Wallander regarding status of funds held by Vada and settlement alternatives (.3); review Vada complaint regarding monies held by Vada pre- and post-petition and discuss same with Bill Wallander (.4).	
12/02/10	R. Roberson	0.40
B190	Lengthy telephone conference with Bill Wallander regarding status of Vada appeal, Motion to Reject Vada Executory Contracts and Pryme issues.	
12/06/10	R. Roberson	1.30
B190	Review District Court's Order Denying Vada's Stay of Bankruptcy Sale Order and discuss same at length with Bill Wallander (.5); prepare for and participate in telephone conference with representatives of Debtors and bank group regarding preparation for closing Sanchez transaction on Wednesday, December 9th and likely Mandamus by Vada (.8).	
12/07/10	R. Roberson	1.10
B190	Received and reviewed Vada's petition for Writ of Mandamus and exhibits (.8); telephone conference with Bill Wallander regarding extension of cash collateral budget and Vada petition for Mandamus (.3).	
12/08/10	R. Roberson	1.40
B190	Received and reviewed Vada's Mandamus pleadings filed in the Fifth Circuit, Debtors' response to same and SR Acquisitions Joinder and discuss same at length with Bill Wallander (1.1); received and reviewed Fifth Circuit's denial of Mandamus and discuss same with Brad Foxman (.3).	

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Date \ Task	Attorney/Description	Hours
12/15/10 B190	R. Roberson Received and reviewed Stephens' proposed form of Order Approving Fee Application and discuss same with Bill Wallander.	0.40
12/16/10 B190	R. Roberson Review proposed Order approving Stephens' Fee Application and e-mail correspondence with Doug Buncher and Bill Wallander regarding same (.3); review Debtors' Motions to Reject Executory Contracts and proposed orders and discuss same with Brad Foxman (.4); review proposed Order Granting First and Final Fee Application of Stephens (.2).	0.90
12/20/10 B190	R. Roberson Lengthy telephone conference with Bill Wallander regarding proposed settlement with Sanchez on environmental defects hold-back fund and calculation of amounts due by Vada as a result of improper offsets pre- and post-petition (.6); received correspondence from Bill Wallander setting forth amounts due from Vada (.3).	0.90
12/21/10 B190	R. Roberson Received and reviewed correspondence from Steven Wheelis regarding relationship between Jamey Ryan and MissLou/Vital (.5); analyze whether MissLou and Vital are insiders/affiliates under the bankruptcy code (.6); received and reviewed Debtors' calculations regarding amounts owed by Vada (.4); received and reviewed Appellee's Designation for Vada Appeal and discuss same with Brad Foxman (.3).	1.80
12/27/10 B190	R. Roberson Review Debtors' Motion to Authorize Modification of Vacation Policy With Respect to Remaining Employees.	0.20
12/28/10 B190	R. Roberson Review Order Approving Stephens' Fee Application and Application.	0.40
12/01/10 B230	R. Roberson Received and reviewed Debtors' two week budget and discuss same with Bill Wallander (.3); lengthy telephone conference with Bill Wallander regarding status of cash collateral/DIP budgets and completion of negotiations with Bank group (.4).	0.70
12/01/10 B230	M. Haynes Review of revised budget and numerous e-mails from counsel for Debtors regarding revised budget (.9); follow-up communications with Rich Roberson and Bill Wallander regarding DIP budget (.4).	1.30
12/02/10 B230	R. Roberson Received and reviewed revised budget and discuss same with Bill Wallander and Todd Perry (.4); e-mail correspondence with Charles Kelley regarding revisions to budget and discuss same with Bill Wallander (.3).	0.70
12/02/10 B230	M. Haynes Continued review of debtor-in-possession budget (.3); extended phone call with Clay Hufft and Todd Perry regarding questions to extended budget (.6); numerous e-mail communications with Debtors, secured lenders, and Rich Roberson regarding extension of budget (.3).	1.20
12/03/10 B230	M. Haynes Attention to DIP budget and draft notice prepared by Debtors and follow-up e-mails with Debtors regarding same.	0.40
12/06/10 B230	R. Roberson Received and reviewed proposed budget through December 14.	0.20

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Date \ Task	Attorney/Description	Hours
12/14/10	M. Haynes	1.00
B230	Phone call from Charles Kelley regarding issues related to cash collateral budget (.5); follow-up phone call from Bill Wallander regarding same (.5).	
12/15/10	R. Roberson	0.50
B230	Received and reviewed revised budget through February 15, 2011 and discuss same at length with Bill Wallander.	
12/16/10	R. Roberson	0.40
B230	Received and reviewed Third Notice of Cash Collateral Extension and discuss same with Bill Wallander.	
12/17/10	R. Roberson	1.60
B230	Lengthy telephone conference with Bill Wallander regarding status of Extension of Cash Collateral Budget and bank's approval of administrative budget to facilitate completion of Plan (.5); lengthy telephone conference with Todd Perry and Bill Wallander regarding an extended budget through February 15, 2011 and inclusion of professional fee overages for periods prior to November 2010 (.8); received and reviewed revised Budget through February 15, 2011 (.3).	
12/17/10	M. Haynes	0.70
B230	Extended phone call with Clay Hufft regarding extension of use of cash collateral and payment of cure amounts (.5); follow-up e-mail communications with Debtors and Rich Roberson regarding extension of cash collateral (.2).	
12/20/10	R. Roberson	1.20
B230	Revise Stipulation extending lien challenge period (.3); e-mail correspondence with Debtors' counsel and bank counsel regarding extension of lien challenge period, lengthy telephone conference with Bill Wallander regarding same (.9).	
12/20/10	M. Haynes	0.50
B230	Draft fourth stipulation extending challenge period and transmit same to Bill Wallander and Charles Kelley (.3); follow-up communications regarding stipulation extending challenge period (.2).	
12/21/10	M. Haynes	0.30
B230	Revise Stipulation Extending Challenge Period and file same.	
12/22/10	M. Haynes	1.50
B230	Review of numerous e-mail communications between Debtors, Banks, and Committee regarding extension of use of cash collateral, review draft notice of extension, and provide approval for affixing electronic signature to same.	
12/21/10	M. Haynes	0.40
B320	Extended phone call with Clay Hufft regarding Banks settlement to be embodied in draft Chapter 11 Plan.	
12/22/10	M. Haynes	1.10
B320	Extended phone call with Clay Hufft regarding Chapter 11 Plan terms.	
12/23/10	M. Haynes	1.80
B320	Review and revise draft initial Plan received from Clay Hufft and circulate redline reflecting comments to Mr. Hufft.	
12/27/10	R. Roberson	1.30
B320	Commence review of Debtors' draft Plan of Liquidation and review materials supporting proposed settlement with various M&M Lien and cure creditors for inclusion in plan draft.	
12/27/10	M. Haynes	0.30
B320	Phone call with Rich Roberson regarding draft Plan received from Clay Hufft and comments to same.	

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Date \ Task	Attorney/Description	Hours
12/28/10	R. Roberson	0.90
B320	Continue analysis of Debtors' Proposed Plan of Liquidation and compare same to Settlement Term Sheet between Committee and Bank.	
12/29/10	M. Haynes	5.60
B320	Continued review and analysis of draft chapter 11 plan and compile list of issues with same, including initial drafting of procedures for settling M&M claims for insertion into draft plan.	
12/30/10	M. Haynes	1.40
B320	Continue review and revisions to draft chapter 11 plan including communications with Rich Roberson and Clay Hufft regarding M&M lien settlement procedures.	
	Total hours	71.70
	Total for Services	\$30,449.50
	Payor's Share of Fees	\$30,449.50

Disbursements

Postage	11.08
Automated Legal Research	12.64
Photocopy Charges	11.45
Travel Costs	20.00

Total Disbursements	<u>\$ 55.17</u>
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Matter Invoice Summary:

Total Fees	\$30,449.50
Total Disbursements	\$55.17
Total this Matter	<u><u>\$30,504.67</u></u>

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Summary of Fees by Task for all Matters

Task	Task Description	Hours	Total
B110	Case Administration	8.80	\$2,498.50
B120	Asset Analysis and Recovery	12.80	\$4,256.00
B130	Asset Disposition	3.80	\$1,971.00
B150	Meetings of & Comm. w/Creditor	7.50	\$3,397.50
B160	Fee/Employment Applications	3.20	\$1,156.50
B170	Fee/Employment Objections	0.90	\$452.50
B185	Assump./Reject. of Leases/Cont	0.20	\$65.00
B190	Other Contested Matters	9.50	\$6,127.50
B230	Financing/Cash Collections	12.20	\$5,661.00
B320	Plan & Disclosure Statement	12.80	\$4,864.00
Total Fees Rendered This Period			\$30,449.50

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Summary of Fees by Timekeeper for this Invoice

Timekeeper	Rank	Hours	Billed Per Hour	Total
Haynes, Michael S.	Associate	42.10	325.00	\$13,682.50
Oliver, Karen R.	Paralegal	5.00	180.00	\$900.00
Roberson, Richard M.	Partner	24.60	645.00	\$15,867.00
Total All Timekeepers for This Invoice		71.70		\$30,449.50